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Exhibit B-3

Electrical Systems Inspections and
Maintenance Program Change Order



Contract Work Authorization (CWA) Change Order

This is Change Order ("CO") No. 1 to Contract Work Authorization No. C19749 dated 01/29/2020 issued under and pursuant to the Blanket Agreement or Master Service Agreement No. C73 (formerly 4400011340) dated 01/19/2017 (the "MSA") between the below-named Contractor ("Contractor"), a Delaware limited liability partnership, and Pacific Gas and Electric Company ("PG&E"), a California corporation with its headquarters located at 77 Beale Street, San Francisco, California 94105. Contractor shall perform all Work under this CWA, as amended by this Change Order, pursuant to and in accordance with the terms and conditions of the MSA.

Contractor's Legal Name:	KPMG LLP	This Change Order consists of 5 pages.
Contractor's Address:	55 2nd Street, Suite 1400 San Francisco, CA 94105	
Project Name:	2020 Electric System Inspections and Maintenance Program	
Job Location:	San Francisco, CA	

CHANGES: The Parties hereby modify the Contract Work Authorization referenced above as follows:

Change Order No. 1 is issued to

- Extend the CWA Term expiration date from 04/30/2020 to 07/31/2020 and the CWA Completion date from 03/31/2020 to 06/30/2020 for the additional 2020 Electric System Inspections and Maintenance Program to be completed by Consultant as described in CCO 1 Attachment 1 Scope of Work.
- Increase the Total CWA Value by \$1,100,000.00 from \$1,100,000.00 to \$2,200,000.00 for additional 2020 Electric System Inspections and Maintenance Program work assigned to Consultant as described in CCO 1 Attachment 1 Scope of Work. Consultant shall continue to provide support services related to the phased implementation of an integrated and risk-informed maintenance program across Transmission, Distribution, and Substation. System Inspections' Q2 focus now shifts to stabilization and standardization of the new processes used in 2020, and to implement and adapt these new approaches to other maintenance programs including patrols, pole test & treat, and underground inspections across Transmission, Distribution, and Substation.

ATTACHMENTS: The following are attached to this CWA Change Order and incorporated herein by this reference.

Attachment A: COVID-19 Addendum (1 page)
CCO 1 Attachment 1 Scope of Work, Pages 4 through 5

PRICING CHANGES:	Previous Total CWA Value:	\$1,100,000.00 Not-to-Exceed
	Addition or Deduction:	\$1,100,000.00 Not-to-Exceed
	Revised Total CWA Value:	\$2,200,000.00 Not-to-Exceed

All other terms and conditions of the CWA, as it may have been amended by previous CWA Change Order(s), if any, shall remain the same.

PG&E Corporation ("PG&E Corp.") and Pacific Gas and Electric Company (the "Utility," and, together with PG&E Corp., the "Debtors"), are debtors-in-possession in a proceeding pending under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Northern District of California. Nothing herein shall be deemed to constitute an assumption of the Contract and/or any CWA or a waiver or modification of the Debtors' rights to assume, assume and assign, or reject the Contract and/or any CWA pursuant to section 365 of the Bankruptcy Code. The Debtors hereby reserve all rights available to them under such proceedings. Any amounts paid by the Debtors hereunder must be applied to goods and/or services provided to the Debtors on or after January 29, 2019 (the "Petition Date") and shall not be applied to satisfy Claims (as defined in the Bankruptcy Code) arising prior to the Petition Date.

THE PARTIES, BY SIGNATURE OF THEIR AUTHORIZED REPRESENTATIVES, HEREBY AGREE TO THE TERMS OF THIS CWA CHANGE ORDER.

PACIFIC GAS AND ELECTRIC COMPANY		CONTRACTOR: KPMG LLP	
Signature	 A012C02C08FC147C...	Signature	
Name	Richard Cordova	Name	Reid Tucker
Title	Manager, Sourcing	Title	Principal
Date	4/15/2020	Date	4-15-2020



Contract Work Authorization No. C19749
CWA Change Order No. 1
Page 2 of 5

ADMINISTRATION			
PG&E Negotiator	Lyn Blowe	Contractor Representative	Geno Armstrong
Phone	925.459.8016	Phone	415.963.7301
Email:	C6b7@pge.com	Email:	garmstrong@kpmg.com
Accounting Reference	2050765 PR 527394		

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Distribution of Copies:	<input type="checkbox"/> ARIBA Contracts ("CXXXX" series): Buyer uploads an executed copy in Ariba.	<input type="checkbox"/> Contractor (Signed Original Copy)
	<input checked="" type="checkbox"/> Work Supervisor John Birch (JOBi)	<input type="checkbox"/> Manager
	<input checked="" type="checkbox"/> Invoice Approver John Birch (JOBi)	<input type="checkbox"/> Supervisor
	<input type="checkbox"/> V.P.	<input type="checkbox"/> Sourcing/ Purchasing
	<input type="checkbox"/> Director	<input type="checkbox"/> Law



Contract Work Authorization No. C19749
CWA Change Order No. 1
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Attachment A
COVID-19 Addendum

COVID-19. The Parties acknowledge that they are entering into this agreement with knowledge of the existing global COVID-19 pandemic. Despite the existence of the pandemic, the Parties currently believe that they can perform their respective obligations under this CWA. The Parties recognize that during performance of the CWA, the pandemic and associated governmental actions might result in further work restrictions, office closures, restricted hours, shortages of equipment and materials, lockdowns and the like which could temporarily interfere with the Parties' ability to perform their obligations under this CWA. If a Party experiences such a delay, it shall provide prompt written notice to the other Party of the fact of delay and of the circumstances delaying performance, and shall continue to keep the other Party updated. The Parties agree to cooperate with each other and to employ reasonable mitigation measures to minimize the delay and its effects, including but not limited to negotiation of reasonable contract change orders if necessary.

CCO 1 Attachment 1 Scope of Work**2020 Electric System Inspections & Maintenance Program**

This Change Order No. 1 amends the Contract Work Authorization C19749 entered into between the parties on January 29, 2020 (the “CWA”) pursuant to the Master Services Agreement C73 (formerly 4400011340), dated on January 19, 2017 (as amended, the “MSA”). Capitalized terms used but not defined in this SOW have the respective meanings given to them in the CWA. Except as modified in this Change Order No. 1 Attachment 1 Scope of Work, the terms of the CWA and the MSA remain in force.

KPMG shall continue to support PG&E’s Electric organization with project management, analytical, and process support for their Electric Maintenance programs. Services shall be requested and directed by an authorized PG&E work supervisor from PG&E’s Electric Asset Management, Major Projects & Programs, or Regulatory & Compliance teams.

Change in (1) Deliverables, (2) Schedule, and (3) Professional Fees and Expenses:**1) Deliverables**

Add the following language in **Section 2) Deliverables** to **Table 2: Deliverable Milestone Schedule**:

Table 2: 2020 Deliverable Milestone Schedule

Month	Milestone Date	Deliverable	Estimated Fees
April	4/10/2020	KPMG Work Plan & Deliverable Schedule	\$ 20,000
	4/17/2020	2020 Inspections Planning PMO schedule update	\$ 20,000
	4/17/2020	2020 Inspections Planning PMO executive update	\$ 20,000
	4/17/2020	2020 Inspections Planning Technology Implementation status summary	\$ 30,000
	4/30/2020	2020 Inspections Planning PMO schedule update	\$ 20,000
	4/30/2020	2020 Inspections Planning PMO executive update	\$ 20,000
	4/30/2020	April Analysis Results:	\$ 100,000
	4/30/2020	April Process Support Results	\$ 70,000
May	5/8/2020	KPMG work plan & deliverable update	\$ 10,000
	5/8/2020	2020 Inspections Planning lessons learned summary	\$ 40,000
	5/15/2020	Pilot 2020 Inspections Governance / Technology / Training update process summary	\$ 40,000
	5/15/2020	2020 Inspections Planning Final Summary Report	\$ 50,000
	5/29/2020	2021 Inspections Planning Scoping Summary Report	\$ 40,000
	5/29/2020	May Analysis Results	\$ 100,000
	5/29/2020	May Process Support Results	\$ 70,000
June	6/5/2020	KPMG work plan & deliverable update	\$ 10,000
	6/19/2020	2021 Inspections Planning implementation roadmap	\$ 90,000
	6/19/2020	Inspections / Correctives progress reporting support	\$ 40,000
	6/30/2020	Transition plan	\$ 40,000
	6/30/2020	June Analysis Results	\$ 100,000
	6/30/2020	June Process Support Results	\$ 70,000

2) Schedule

Replace **Section 3) Schedule** with the following language:

Work to be performed for another three months (through June 30, 2020) and will begin immediately following full execution of this Change Order No. 1.

3) Professional Fees and Expenses

Replace the table in **Section 5) Professional Fees and Expenses** with the following:

	Phase Description	Estimated Hours	Estimated Fees
1	Estimated fees through March 31, 2020	2,850	\$ 1,000,000
2	Estimated fees through June 30, 2020	2,850	\$ 1,000,000
Fee (sub-total) =			\$ 2,000,000
Expenses (10% of professional fees) =			\$ 200,000
Estimated Fee + Expenses (total) =			\$ 2,200,000

Certificate Of Completion

Envelope Id: DB3D08AA308D4625929120F9F82B4988	Status: Completed
Subject: CW2320089 - signed CCO 1 KPMG C19749 04132020 Final c6b7.pdf	
Source Envelope:	
Document Pages: 5	Signatures: 1
Certificate Pages: 4	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	Carolyn Blowe
Time Zone: (UTC-08:00) Pacific Time (US & Canada)	77 Beale Street
	San Francisco, CA 94105
	C6B7@pge.com
	IP Address: 216.109.110.11

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Signer Events

Richard Cordova
R5CH@pge.com
Sourcing Portfolio Manager
Pacific Gas and Electric

Security Level: Email, Account Authentication
(None)

Signature

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Signed: 4/15/2020 2:15:47 PM

Electronic Record and Signature Disclosure:

Accepted: 11/15/2017 1:50:37 PM
ID: 740293a4-0652-4267-9116-f57ae4860024

In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	4/15/2020 2:13:35 PM
Certified Delivered	Security Checked	4/15/2020 2:15:43 PM
Signing Complete	Security Checked	4/15/2020 2:15:47 PM
Completed	Security Checked	4/15/2020 2:15:47 PM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none">•Allow per session cookies•Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection

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